

OK PLAY INDIA LIMITED

CODE OF CONDUCT FOR BOARD MEMBERS & SENIOR MANAGEMENT PERSONNEL OF THE COMPANY, PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT.

INTRODUCTION

This code of conduct (“this code”) shall be called “The Code of Conduct for Board Members and Senior Management Personnel” of OK Play India Limited (hereinafter referred to as the “the Company”).

The subject code has been framed specifically in compliance with the provisions of clause 49 of the listing agreement with the stock exchanges.

This code shall be applicable to the Board members and Senior Management Personnel.

It shall come into force with effect from 1st April, 2009.

DEFINITION

“Board member” shall mean a Director of the Company.

“Senior Management Personnel” shall mean personnel of the Company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the Executive Directors, including all functional heads.”

PURPOSE

The purpose of this code is to conduct the Company’s business in an efficient and transparent manner in meeting its obligation to shareholders and other stakeholders and also to create an environment where all the Board members & Senior Management of the Company maintain an ethical standard and compliance to the ethical standards that are laid down.

KEY REQUIREMENTS

The Board Members and Senior Management Personnel shall act within the authority conferred upon them, keeping the best interests of the Company in view and observe the following:-

HONEST AND ETHICAL CONDUCT.

- Shall act with honesty, integrity, with utmost care, skill and diligence in all their dealings with and for the Company.
 - Shall not involve them-selves in making any decision on a subject matter in which a conflict of interest arises or could arise, between the personal interest and the interest of the Company. In the event of apprehending of such conflict of interest, the relevant facts shall be disclosed in writing to the Board that create or could create conflict of interest.
 - Shall avoid conducting business with a relative or with private company in which the relative is a member or a public limited company in which a relative holds 2% or more shares or voting rights or with a firm in which relative is a partner.
 - Shall avoid having any personal and / or financial interest in any business dealings concerning the Company.
 - Shall act in utmost good faith and fulfill the fiduciary obligations without allowing their independence of judgments to be compromised.

CONFIDENTIALITY

- Shall not use any confidential information obtained by them in the course of their official duty, whether come from the Company or otherwise, for personal gain, or use/allow the use of such information for the financial benefit for any other person.
- Shall maintain the principle of need to know and also confidentiality of all material non-public information about the Company, its business and affairs.

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

- Shall abide by all applicable laws and regulations including the Company's prevention of Insider Trading code.

CORPORATE OPPORTUNITY

- Shall not exploit for their own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Board of Directors of the Company and the Board declines to pursue such opportunity and allow him to avail such opportunity.

FAIR DEALING

- Shall deal fairly with customers, suppliers, competitors, and one another at all times and in accordance with ethical business practices. No one should take unfair

advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

OTHER ORGANISATIONS

- Shall not hold any positions or jobs or engage in outside businesses or other interests that adversely affect the performance of duties of the Company. Whole time Directors and Senior Management Personnel are expected to devote their full attention to the business interest of the Company.
- Shall not serve on the Board of Directors of any corporation involved in the same line of business, in which the Company is involved, other than a non profit, charitable, religious, civic or educational organization, without the prior written approval of the Board in case of Board Members and CEO in case of Senior Management Personnel.

PROTECTION AND PROPER USE OF COMPANY'S ASSETS.

- Shall protect the Company's assets including the physical assets, information and intellectual rights and shall not use the same for personal gain.

GIFTS AND OTHER BENEFITS

- Shall not seek or accept or offer directly or indirectly any gifts, donations, remuneration, hospitality, illegal payments, favour in whatsoever form howsoever described by the customers, vendors, consultants etc. that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, opportunity for committing any fraud.

AMENDMENTS TO THE CODE

The provision of this Code can be amended/modified by the Board of Directors of the Company from time to time and all such amendments/modifications shall take effect from the date stated therein.

PLACEMENT OF THE CODE ON WEBSITE

Pursuant to Clause 49 of the Listing Agreement, this code and any amendments thereto shall be hosted on the website of the Company.

ANNUAL COMPLIANCE REPORTING

In terms of Clause 49 of the Listing Agreement, all Board Members and Senior Management Personnel shall affirm compliance of this code within 30 days of close of

every financial year. The Annual Report of the Company shall contain a declaration to this effect signed by Chairman & Managing Director. A proforma of Annual Compliance Report is at Appendix-II. The Annual Compliance Report shall be forwarded to the Company Secretary.

The Managing Director of the Company and the Whole Time Finance Director or any other person heading the finance function shall certify to the Board that there are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of this Code.

CONSEQUENCES OF NON-COMPLIANCE OF THIS CODE

In case of breach of this code by the Board members and Senior Management Personnel, the same shall be considered by the Board of Directors in case of Board Members and Committee of Directors to be constituted for this purpose, in case of Senior Management Personnel, for initiating appropriate action, as deemed necessary.

ACKNOWLEDGEMENT OF RECEIPT OF THE CODE.

All Board Members and Senior Management Personnel shall acknowledge receipt of this Code or any modification(s) thereto in the acknowledgement form as at Annexure –1, and forward the same to the Company Secretary indicating that they have received, read and understood and agreed to comply with this code.

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CODE OF CONDUCT FOR BOARD MEMBERS & SENIOR MANAGEMENT PERSONNEL

ACKNOWLEDGEMENT FORM

I..... have received and read the Company's "CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL ("this Code"). I have understood the provisions and policies contained in this Code and I agree to comply with this code.

Signature :

Name :

Designation :

Date :

Place :

OK PLAY INDIA LIMITED

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SENIOR MANAGEMENT PERSONNEL**

ANNUAL COMPLIANCE REPORT*

I....., do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the CODE OF CONDUCT FOR BOARD MEMBERS & SENIOR MANAGEMENT PERSONNEL, during the financial year ended 31st March, 200.....

Signature :

Name :

Designation :

Date :

Place :.....

- To be submitted by 30th April each year.

NAMES OF BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

1. RAJAN HANDA
2. JUSTICE T.R. HANDA (Retd.)
3. MAMTA HANDA
4. RAJAN WADHERA
5. SHALABH JASORIA
6. S.M. HANDA
7. RAKESH KUMAR BHATNAGAR
8. G. WADHAWAN
9. A. RAGHUVANSI
10. ASHOK REHLAN
11. DHIR SINGH BHATI
12. J.M. MALIK
13. PRAMOD KUMAR BANSAL
14. R.P. SINGH